

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY**

**FEE APPLICATION COVER SHEET
FOR THE PERIOD APRIL 5 TO APRIL 30, 2023**

Debtor: LTL Management LLC

Applicant: **Blake, Cassels & Graydon LLP**

Case No.: 23-12825-MBK

Client: LTL Management LLC ("LTL")

Chapter: 11

Case Filed: April 4, 2023 (the "Petition Date")

**SECTION 1
FEE SUMMARY**

Interim Fee Application No. _____ or Final Fee Application

Summary of Amounts Requested for the Period from April 5 to April 30, 2023 (the "First Statement Period").

	CAD
Total Fees:	\$150,013.40
Total Disbursements:	\$1,260.00
Total Fees and Disbursements:	\$151,273.40
Minus 20% Holdback of Fees:	(\$30,002.68)
Amount Sought at this Time:	\$121,270.72

	<u>FEES</u>	<u>EXPENSES</u>
Total Previously Requested:	\$0.00	\$0.00
Total Allowed to Date:	\$0.00	\$0.00
Total Retainer (If Applicable) ¹ :	_____	_____
Total Holdback (If Applicable):	(\$0.00)	\$0.00
Total Received by Applicant:	\$0.00	\$0.00

¹ Reconciliation of the Pre-Filing and Post-Filing Amounts received from LTL will be provided in Blakes' First Interim Fee Application.

Name of Professional & Title	Year Admitted	Hours	Rate (CAD)	Fees (CAD)
Gordon McKee Partner, Litigation & Dispute Resolution (Toronto)	1988	5.0	\$1,070.00	\$5,350.00
Linc Rogers Partner, Restructuring & Insolvency (Toronto)	2000	71.4	\$913.00	\$65,188.20
Robin Reinertson Partner, Litigation & Dispute Resolution (Vancouver)	2005	0.1	\$800.00	\$80.00
Karine Russell Partner, Litigation & Dispute Resolution (Vancouver)	2009	9.1	\$675.00	\$6,142.50
Christopher Keliher Associate, Restructuring & Insolvency (Calgary)	2014	14.3	\$476.00	\$6,806.80
Alexia Parente Associate, Restructuring & Insolvency (Toronto)	2021	81.7	\$537.00	\$43,872.90
Jake Harris Associate, Restructuring & Insolvency (Toronto)	2022	3.7	\$590.00	\$2,183.00
Konrad Spurek Associate, Litigation & Dispute Resolution (Vancouver)	2022	7.1	\$365.00	\$2,591.50
Thomas Barker Articling Student, Litigation & Dispute Resolution (Vancouver)	N/A	0.9	\$282.00	\$253.80
Kevin Wu Articling Student, Restructuring & Insolvency (Toronto)	N/A	28.3	\$299.00	\$8,461.70
Nancy Thompson Law Clerk, Restructuring & Insolvency (Toronto)	N/A	23.5	\$378.00	\$8,883.00

Name of Professional & Title	Year Admitted	Hours	Rate (CAD)	Fees (CAD)
Anna Riviglia Filing Clerk (Toronto)	N/A	N/A	<i>Flat Rate</i>	\$75.00
Carlo Amoroso Filing Clerk (Toronto)	N/A	N/A	<i>Flat Rate</i>	\$125.00

Blended Hourly Rate: [Excluding Nancy Thompson and Filing Clerks]				\$636.87
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SECTION II
SUMMARY OF SERVICES

SERVICES RENDERED	HOURS	FEES (CAD)
1. Litigation Consulting: CCAA Recognition Proceeding Providing consulting and expert witness services related to various bankruptcy matters such as insolvency, feasibility, avoiding actions; forensic accounting, etc.	240.8	\$148,142.60
2. Fee and Retention Application Preparation of employment and fee applications for self or others; motions to establish interim procedures	4.3	\$1,870.80
3. Litigation: Canadian Actions Other than Avoidance Action Litigation		
8. Litigation: General / All Class Actions Other than Avoidance Action Litigation		
SERVICE TOTALS:	245.1	\$150,013.40

Note: Fees for No. 3 are allocated 33.33% to LTL and 66.67% to J&J, which allocation is reflected in the breakdown of amounts set out on page 1

SECTION III
SUMMARY OF DISBURSEMENTS

Matter No.	DISBURSEMENTS	AMOUNT (CAD)
1	Court Fee – Issuing Notice of Application	\$243.00
1	Court Fee – Filing Application Record, returnable April 13, 2023	\$339.00
1	Court Fee – Filing Motion Record, returnable April 24, 2023	\$339.00
1	Court Fee – Filing Motion Record, returnable May 1, 2023	\$339.00
	DISBURSEMENTS TOTALS	\$1,260.00

Note: Disbursements for matter No. 3 are allocated 33.33% to LTL and 66.67% to J&J, which allocation is reflected in the breakdown of amounts set out on page 1

SECTION IV **CASE HISTORY**

1. Date of Retention: June 15, 2023, effective as of the Petition Date [Dkt. 791]
(the “Retention Order”).²
2. Summary explaining the nature of the work performed and the results achieved:
 - Various communication with counsel to the Information Office appointed in the 2021 CCAA recognition proceeding and counsel to other interested parties regarding the dismissal of the 2021 Chapter 11 proceeding and the commencement of the 2023 Chapter 11 proceeding;
 - Monitoring 2023 Chapter 11 proceeding, including attending first day hearing on April 11, 2023, preliminary injunction hearing on April 18, 2023, release of decision on April 20, 2023, and considering impact on the new CCAA recognition proceeding;
 - Communication with the Ontario Court office regarding scheduling of new CCAA recognition proceeding;
 - Preparing application materials for recognition of the 2023 Chapter 11 proceeding and motion materials for termination of the 2021 Chapter 11 proceeding;
 - Attending hearing in the Ontario Court in connection with the termination of the 2021 CCAA proceeding and the commencement of the 2023 CCAA recognition proceeding;
 - Updating schedule of additional litigation claims;
 - Communication with the Information Officer appointed by the Ontario Court regarding correspondence to counsel for certain litigation plaintiffs to ensure correspondence correctly reflects the status of the proceeding and the position of the Foreign Representative;
 - Preparing motion materials for recognition of the US preliminary injunction order and extension of the Canadian stay of proceeding;
 - Attending hearing in the Ontario Court in connection with the extension of the Canadian stay of proceeding;
 - Communication with the Information Officer appointed by the Ontario Court regarding its supplementary report to ensure it correctly reflects the status of the proceeding and the position of the Foreign Representative; and

² The Retention Order is attached hereto as Exhibit A.

- Reviewing conflict search results and drafting client disclosure schedule required for Blakes' retention application.

I certify under penalty of perjury that the above is true.

Date: July 24, 2023

/s/ Linc Rogers

Linc Rogers

Blake, Cassels & Graydon LLP